

ATTACHMENT 3

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JFK)
)	Jointly Administered
Debtors.)	
)	Objection Date:

TWENTY-FOURTH MONTHLY APPLICATION OF
BEVERIDGE & DIAMOND, P.C.
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE DEBTORS FOR THE
PERIOD FROM SEPTEMBER 1, 2007 THROUGH SEPTEMBER 30, 2007

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	September 1, 2007 through September 30, 2007
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$18,575.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$311.53

This is a: XX monthly interim final application.

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 ²	\$ 57.62	\$46,587.50 ³	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 ⁴	\$1,308.41	\$ 5,726.25 ⁵	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	Pending	Pending
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	Pending	Pending
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	Pending	Pending
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	Pending	Pending
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	Pending	Pending
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	Pending	Pending
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	Pending	Pending
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	Pending	Pending

² The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

³ The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

⁴ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

⁵ The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

B&D PROFESSIONALS⁶

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Karl Bourdeau	Principal; Joined Firm 1980; Member of DC Bar since 1978	\$550.00	14.00	\$7,700.00
Pamela D. Marks	Of Counsel; Joined Firm 1997; Member of MD Bar since 1986	\$350.00	29.50	\$10,325.00
Sarah E. Brull	Associate; Member of the MD Bar since 2005	\$220.00	2.50	\$550.00

Total Fees: \$18,575.00
Total Hours: 46.00
Blended Rate: \$404

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	46.00	\$18,575.00

⁶ These amounts are the sum total from the invoices attached hereto as Exhibit A (FUSRAP), Exhibit B (Bankruptcy Fee Application Preparation), and Exhibit C (Curtis Bay Works).

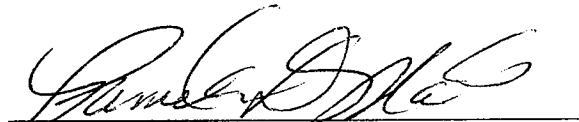
EXPENSE SUMMARY⁷

Expense Category	Service Provider (if applicable) ⁸	Total Expense	
Long Distance Telephone		\$330.96	✓
LexisNexis Court Link		10.57	✓
Client Meeting Meals		(\$30.00)	✓

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period September 1, 2007 through September 30, 2007, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$18,575.00 and actual and necessary expenses in the amount of \$311.53 for a total allowance of \$18,886.53, and payment of \$14,860.00 (80% of the allowed fees) and reimbursement of \$311.53 (100% of the allowed expenses) be authorized for a total payment of \$15,171.53, and for such other and further relief as this Court may deem just and proper.

Dated: October 16, 2007

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks
 201 N. Charles Street, Suite 2210
 Baltimore, MD 21201
 Telephone: 410-230-1315
 Facsimile: 410-230-1389
 Counsel for Debtors and Debtors in Possession

⁷ These amounts are the sum total of the disbursements as shown on the invoices attached hereto as Exhibit A (Matter) and Exhibit B (Fee Application Preparation).

⁸ B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.


VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

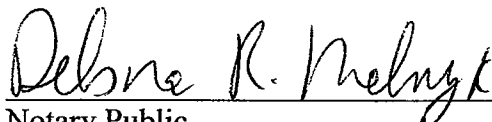
a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..

b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.


Pamela D. Marks

SWORN AND SUBSCRIBED
before me this 16 day of October, 2007.


Notary Public
My Commission Expires: May 27, 2009

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al. ¹)	Case No. 01-01139 (JFK)
)	Jointly Administered
Debtors.)	
)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S
MONTHLY FEE APPLICATION FOR THE PERIOD
SEPTEMBER 1, 2007 THROUGH SEPTEMBER 30, 2007

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

(FUSRAP)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

October 15, 2007
Client/Matter # 01246-011548
Invoice # 119104
Federal ID# 52-1247549

For Legal Services Rendered Through 09/30/07 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Curtis Bay FUSRAP Bankruptcy Claim Resolution

09/06/07	K. Bourdeau	1.50	Review P. Marks e-mail re issues to be addressed on 9/7 settlement call; prepare e-mail to P. Marks re permit waiver issue; locate and distribute EPA model language on relevant provision; conference with P. Marks re approach to settlement call.
09/06/07	P. Marks	2.50	Evaluate issues remaining for negotiations; email exchanges re meeting preparation; evaluate permit exception issues; communications with K. Bourdeau re same.
09/07/07	K. Bourdeau	2.25	Conference call with Grace team to prepare for settlement conference call with the U.S., participate in settlement conference call with the U.S.; follow up communications re indemnity language and other open issues.
09/07/07	P. Marks	3.50	Prepare for and conduct pre-meeting and negotiations telephone conference at Grace Columbia offices; post-meeting evaluation and drafting.

BEVERIDGE & DIAMOND, P.C.

INVOICE # 119104

October 15, 2007

PAGE 2

09/10/07	K. Bourdeau	1.00	Review comments of P. Bucens and M. Obradovic on current draft of settlement agreement; review L. Duff comments re same; prepare e-mail comment on comments raised by others.
09/10/07	P. Marks	2.50	Prepare for and conduct conference with client team re CX comments to FS and potential Grace positions, and remaining negotiation issues.
09/11/07	K. Bourdeau	0.50	Various e-mail communications re settlement agreement issues.
09/11/07	P. Marks	5.00	Conference with P. Bucens re CX comments; followup tasks re same; work on settlement agreement cleanup related issues.
09/12/07	K. Bourdeau	2.50	Review e-mail communications re settlement agreement and ARAR issues; conduct final "punchlist" review of draft settlement agreement and prepare comments re same.
09/12/07	P. Marks	1.00	Prepare settlement agreement.
09/13/07	K. Bourdeau	2.25	Finalize final "read through" of draft settlement agreement; prepare comments on same; transmit comments to P. Marks with cover e-mail; telephone communications with P. Marks re same.
09/14/07	K. Bourdeau	1.75	Review e-mail communications re settlement agreement issues; participate in conference call with Grace team and U.S. re settlement negotiations; follow-up with L. Duff and M. Obradovic re same.
09/14/07	P. Marks	1.75	Prepare for and conduct telephone conference with DOJ and Grace teams.
09/17/07	P. Marks	2.00	Prepare settlement agreement.
09/18/07	P. Marks	0.50	Prepare settlement agreement.
09/19/07	P. Marks	1.50	Prepare settlement agreement; telephone conference with L. Duff re same.
9/20/07	K. Bourdeau	0.25	Conference with P. Marks re settlement agreement issues.
9/20/07	P. Marks	2.50	Prepare settlement agreement; client email re same; email to DOJ team re same.
9/20/07	S. Brull	0.50	Review contract for SEC consulting services.

BEVERIDGE & DIAMOND, P.C.

INVOICE # 119104

October 15, 2007

PAGE 3

09/21/07	K. Bourdeau	1.00	E-mail correspondence re settlement discussions; review P. Marks revised draft of settlement agreement; conference with P. Marks and L. Duff re same.
09/21/07	P. Marks	1.75	Communications with L. Duff re settlement agreement; communications with K. Bourdeau re same; telephone conference with J. Freeman re same.
09/21/07	S. Brull	1.00	Conference with P. Marks re revision of SEC contract; revise SEC contract.
09/22/07	S. Brull	0.25	Revise SEC contract and related email communications.
09/24/07	K. Bourdeau	0.25	Review J. Freeman proposed changes to settlement agreement; e-mail communications with P. Marks re same.
09/24/07	P. Marks	0.25	Review Freeman and client emails.
09/25/07	P. Marks	1.00	Evaluate SES contract issues; review settlement agreement status and comments with L. Duff.
09/26/07	K. Bourdeau	0.25	Review e-mail correspondence re final settlement proposal.
09/26/07	P. Marks	2.50	Telephone conferences with L. Duff and with negotiating teams re finalization of draft and readiness for circulation; research phrasing of anti-deficiency act language; edit settlement agreement; telephone conference with S. Brull re SEC contract.
09/26/07	S. Brull	0.75	Revise SEC contract; telephone conference with P. Marks re revision of SEC contract.
09/27/07	K. Bourdeau	0.25	Review e-mail correspondence re settlement agreement proposals/changes.
09/29/07	K. Bourdeau	0.25	E-mail communications re settlement agreement.

Total Hours : **44.75**

Total Fees : **\$18,137.50**

BEVERIDGE & DIAMOND, P.C.

INVOICE # 119104

October 15, 2007

PAGE 4

Disbursements:

Long Distance Telephone	330.96
Information Service - VENDOR: LEXISNEXIS COURT	10.57
LINK-Invoice #EA292097 dated 9/1/07 for data research service	
Client Meeting Meals - Luncheon meeting for W.R. Grace reimbursement on 8/28/07	(30.00)

Total Disbursements :	\$311.53
-----------------------	----------

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	14.00	\$550.00	\$7,700.00
P. Marks	28.25	\$350.00	\$9,887.50
S. Brull	2.50	\$220.00	\$550.00

Total Fees :	\$18,137.50
--------------	-------------

Total Disbursements :	\$311.53
-----------------------	----------

TOTAL DUE :	\$18,449.03
-------------	-------------

EXHIBIT B

(Bankruptcy Fee Application)

LAW OFFICES
BEVERIDGE & DIAMOND, P.C.
SUITE 2210
201 NORTH CHARLES STREET
BALTIMORE, MD 21201-4150
(410) 230-3850

W. R. Grace & Co. - Conn
Attn: Lydia B. Duff, Esq.
7500 Grace Drive
Columbia, MD 21044

October 15, 2007
Client/Matter # 01246-012629
Invoice # 119105
Federal ID# 52-1247549

For Legal Services Rendered Through 09/30/07 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.
SUITE 700
1350 I STREET, N.W.
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application

09/30/07	P. Marks	1.25	Prepare FUSRAP bankruptcy court motion; evaluate FS related issues.
----------	----------	------	--

Total Hours : 1.25

Total Fees : \$437.50

BEVERIDGE & DIAMOND, P.C.

INVOICE # 119105

October 15, 2007

PAGE 2

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	1.25	\$350.00	\$437.50
Total Fees :			\$437.50
TOTAL DUE :			\$437.50